

SUPERVISORY BOARD

Av. V. Holjevca 10

ZAGREB

No: 2 -6/25

Date: March 26, 2025

Pursuant to Article 263, paragraph 3 and Article 300c of the Companies Act and Article 27 of the Articles of Association of INA – Industrija nafte, d.d., at the date of issuing of this report, the Supervisory Board of the company INA - Industrija nafte, d.d. Zagreb, Av. V. Holjevca 10, (hereinafter referred to as the “Company”), comprised of Mr. Damir Mikuljan, President of the Supervisory Board, Mr. József Molnár, Vice President of the Supervisory Board, and members of the Supervisory Board: Mr. Gabriel Szabo, Mr. Viktor Sverla, Mr. Branimir Škurla, Mr. Ivo Ivančić, Mr. Domokos Szollár, Mr. László Uzsoki, Ms. Jasna Pipunić, as the workers’ representative, hereby submits to the General Assembly the following

REPORT

ON THE SUPERVISION OF THE CONDUCT OF COMPANY’S BUSINESS IN 2024

This report includes the following:

- Method and the extent in which the Supervisory Board performed supervision of the Company’s business in 2024,
- Results of examination of the annual financial statements as on 31 December 2024, together with the Auditor’s Report and proposal of profit allocation
- Results of examination of the Management Board’s report on the status of business operations in 2024,
- Results of examination of report on relations with the governing company and affiliated companies thereof.

Corporate profile

On 31 December 2024, according to the list of top ten shareholders of the Company, published by the Central Depository & Clearing Company, major securities holders of the Company are as follows:

ZAGREBAČKA BANKA D.D. 4,908,207 shares, Ministarstvo financija / Republika Hrvatska 4,483,552 shares, OTP BANKA D.D./ AZ OMF KATEGORIJE B 227,685 shares, PRIVREDNA BANKA ZAGREB D.D./ RAIFFEISEN OMF KATEGORIJE B 80,000 shares, ERSTE & STEIERMARKISCHE BANK D.D./ PBZ CO OMF - KATEGORIJA B 66,170 shares, INTERKAPITAL VRIJEDNOSNI PAPIRI D.O.O. 51,061 shares, OTP BANKA D.D./ ERSTE PLAVI OMF KATEGORIJE B 46,100 shares, RAIFFEISEN BANK INTERNATIONAL AG 20,545 shares, ZAGREBAČKA BANKA D.D./ AZ PROFIT OTVORENI DOBROVOLJNI MIROVINSKI FOND 10,755 shares and OTP BANKA D.D./ ERSTE PLAVI EXPERT - DOBROVOLJNI MIROVINSKI FOND 1,100 shares.

Last update of the Company’s top ten shareholders is available on the Central Depository & Clearing Company’s website.

The shares of the Company are included in depository services of the Central Depository & Clearing Company as of 9 October 2003.

The Company’s shares have been listed on the Zagreb Stock Exchange since 1 December 2006.

INA, d.d.

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HR62 2360 0001 1013 0359 5
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Trgovački sud u Zagrebu
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MBS: 08000604
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stock
1.200.000.000,00 EUR
Broj izdanih dionica / Nominalna
vrijednost
No. of issued shares / Nominal value
10.000.000 / 120,00 EUR
Matični broj – Reg. No. 3586243
OIB – 27759560625
PDV identifikacijski broj / VAT
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On the date of issuing of this report, the Supervisory Board comprised five members elected based on the proposal put forth by MOL Plc. to the General Assembly, three members elected based on the proposal put forth by the Government of the Republic of Croatia and one member appointed by the Works Council of INA, d.d.

Supervisory Board

In 2024, the Company's Supervisory Board acted in the following composition:

- Damir Mikuljan, President of the Supervisory Board
- József Molnár, Vice President of the Supervisory Board
- Gabriel Szabo, member of the Supervisory Board
- Viktor Sverla, member of the Supervisory Board
- Branimir Škurla, member of the Supervisory Board
- Ivo Ivančić, member of the Supervisory Board
- Domokos Szollar, member of the Supervisory Board
- László Uzsoki, member of the Supervisory Board
- Jasna Pipunić, member of the Supervisory Board as the workers' representative

Audit Committee

The Audit Committee also participated in the supervision of the Company's business, acting as an auxiliary committee of the Supervisory Board, and in 2024 it held 7 (seven) meetings, at which it reviewed Flash Reports, proposed appointment of external auditor for 2024 and proposal for appointment of Auditor of 2024 INA Group Sustainability Report, audit results; it reflected on the performance of the external auditor as also on his independence, reviewed Updated Policy for services provided by the external auditor at INA Group and also reviewed overview of non-audit services at INA Group in 2023 and reviewed Internal Audit Status Report with special attention paid to the categories of fraud risk in Internal Audit reports. The Audit Committee also discussed the methodology for defining risk as well as the Rijeka Refinery Upgrade Project status. The Audit Committee discussed the sustainability report in the INA Group and changes in the law.

In 2024 the members of the Audit Committee were as follows:

- *Judit Szilágyi, Audit Committee Chairman*
- *Ratko Marković, Audit Committee member*
- *Sanja Sever Mališ, Audit Committee member*

Management Board

In 2024 and on the date of issuing of this report, the Management Board of the Company comprised six (6) members.

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<p>Predsjednik i članovi Uprave / President and members of the Management Board: Péter Rátai, Zsombor Marton, Krisztián Pulay, Miroslav Skalicki, Hrvoje Šimović, Marin Zovko Predsjednik Nadzornog odbora / President of the Supervisory Board: Damir Mikuljan</p>				

The Management Board of the Company acted in the following composition:

As of July 1, 2023 the Management Board acted in the following composition:

- Zsuzsanna Evá Ortutay, President of the Management Board,
- Marton Zsombor Ádám, member of the Management Board
- Krisztián Pulay, member of the Management Board *
- Miroslav Skalicki, member of the Management Board
- Hrvoje Šimović, member of the Management Board and
- Marin Zovko, member of the Management Board

**On March 27, 2024 Mr Krisztian Pulay resigned from the position of the Member of the Management Board of INA, d.d. effective immediately and Mr Károly Hazuga was appointed to the function of the Member of the Management Board of INA, d.d. as of March 28, 2024.*

As of March 28, 2024 the Management Board acted in the following composition:

- Zsuzsanna Evá Ortutay, President of the Management Board,
- Marton Zsombor Ádám, member of the Management Board
- Károly Hazuga, member of the Management Board
- Miroslav Skalicki, member of the Management Board
- Hrvoje Šimović, member of the Management Board and
- Marin Zovko, member of the Management Board

Supervision conducted in 2024

In 2024, the Supervisory Board supervised the conduct of business of INA – INDUSTRIJA NAFTE d.d., as a share-based company, within the scope of its legal and statutory responsibility.

The Supervisory Board supervised the conduct of the Company's business by holding the total of 15 (fifteen) meetings, 10 (ten) of which were held by circular vote (voting in written form).

In accordance with the recommendation from Article 74 of the Corporate Governance Code of the Croatian Financial Services Supervisory Agency (HANFA) and the Zagreb Stock Exchange d.d. (ZSE), below is a record of each member's presence at Supervisory Board meetings and participation in decision-making.

Number of meetings attended by individual members of the Supervisory Board during 2022

Member of the Supervisory Board	Number of meetings	Attendance rate in %
Damir Mikuljan, President of the Supervisory Board	15/15	100%
József Molnár, Vice President of	15/15	100%

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Predsjednik Nadzornog odbora / President of the Supervisory Board: Damir Mikuljan

the Supervisory Board		
Viktor Sverla, member of the Supervisory Board	14/15	93,33%
Szabó Gabriel, member of the Supervisory Board	13/15	86,66%
Szollár Domokos, member of the Supervisory Board	15/15	100%
Branimir Škurla, member of the Supervisory Board	15/15	100%
László Uzsoki, member of the Supervisory Board	14/15	93,33%
Jasna Pipunić, member of the Supervisory Board	15/15	100%
Ivo Ivančić, member of the Supervisory Board	15/15	100%

Supervising activities were performed regularly in compliance with the law and statutory requirement by reviewing Management Board's reports on conducting the business of INA d.d. and INA Group (quarterly, semi-annual and annual reports) and holding discussions on the current matters and issues, whereby the following topics were of particular importance:

1. Pursuant to the provisions of the Articles of Association of INA, d.d. (Article 17), the Supervisory Board provided prior consent for the following decision:

- Approval of INA Group 2024 Business Plan
- Rijeka Refinery Upgrade Project Change Request

2. The Supervisory Board paid particular attention to the review and supervision of specific business issues and the following topics:

- Financial risk exposure,
- Status report of Rijeka upgrade project,
- INA SD & HSE Performance Review,
- Internal Audit Status Report,
- Impact of EU sanctions on Rijeka Refinery operation,
- Internal Audit Charter
- Revision of Remuneration policy for members of the Management Board

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- Proposal for supplier selection for external assessment of Internal Audit
- Selection of Auditor of 2024 INA Group Sustainability Report

Results of the examination of the Management Board Report on relations with the governing company and affiliated companies thereof

The Management Board submitted to the Supervisory Board the Report of the Management Board on relations with the governing company and affiliated companies thereof (Report on relations with affiliated companies), compiled in accordance with Article 497 of the Companies Act and in conformity with the principles of conscientious and accurate accounting.

According to the opinion of the Management Board, relations of the affiliated companies in the business year 2024 were realized within the scope of regular business and entrepreneurial relations and performed in standard conditions and by application of regular prices concluded by the governing company with other partners on the market.

The Company's Auditor, Deloitte d.o.o., Zagreb reviewed and examined the Management Board's Report on relations with the affiliated companies, i.e. compliance with Article 497 of the Companies Act and provided opinion on the Report for the year ended on December 31, 2024 in line with the provisions of Article 498 of the Companies Act.

After examination of the Report on relations with the governing company and the affiliated companies, the auditor concluded the following:

"In our opinion:

- a) statements included in the Report are, in all material respects, correct;*
- b) in legal transactions listed in the Report, based on the circumstances known at the time the transactions were undertaken, the consideration value of the Company was not, in all material respects, inappropriately high;*
- c) there are no circumstances regarding the measures stated in the Report, that would speak of a substantially different judgment from the one provided by the Management. "*

The Supervisory Board was informed about the audit results and has no objections to the results of the Auditor's examination of the Management Board's Report on relations with the governing company and the affiliated companies thereof.

After the examination of the Management Board's Report, statements of the Management Board and the results of the Auditor's examination, the Supervisory Board hereby states that the Company, according to the circumstances that were known at the time the legal affairs and actions stated in the stated Management Board's report were attended to, received a respective counteraction for each legal affair, without any damage to the Company.

Results of the examination of the Financial Statements and the Auditor's Report, Management Board's Report on the status of the business operations for the business year 2024 and proposal of the decision on the profit allocation of INA d.d.

The Supervisory Board asked the Company's auditor, Deloitte d.o.o., Zagreb, to audit the Company's separate financial statements and the consolidated financial statements of the INA Group for the year 2024.

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Predsjednik Nadzornog odbora / President of the Supervisory Board: Damir Mikuljan

The Supervisory Board, upon considering the audited financial statements of the Company and the consolidated financial statements of the INA Group for 2024, established that the Company acted in 2024 in accordance with the law, the Company procedures as well as General Assembly resolutions. Annual financial statements have been prepared in accordance with the Company's accounting records and indicate correct asset and business status of the Company, and present fairly the financial position of the Company and the Group as at 31 December 2024 and their financial performance and cash flows for the year then ended.

The Supervisory Board has no objections to the auditor's report on the examination of the annual financial statements of the Company and consolidated annual financial statements of INA Group for the business year 2024.

The Supervisory Board has no objections to the audited annual financial statements submitted by the Management Board and approves the submitted audited annual financial statements, by which the said financial statements can be considered as adopted by the Management Board and the Supervisory Board and will be presented to the General Assembly.

The Supervisory Board has considered the Report on payments to governments for the year 2023, which was prepared in line with the law and agrees with the Report being included in the INA Group and INA, d.d. Annual Report.

The Supervisory Board has considered the report on Company and INA Group status for the business year 2024 and has no objections to the submitted report. Furthermore, the Supervisory Board has no objections to the statement on the application of the Corporate Governance Code given within the framework of the above-mentioned Report. The Supervisory Board has no objections to the statements made in the responses to the questionnaires on compliance and governance practices that meet the requirements of HANFA and the Zagreb Stock Exchange, and emphasizes that the responses to these questionnaires are, to the best of their knowledge, true in their entirety.

Summary

The Management Board of the Company regularly informed the Supervisory Board of the Company's business, state of assets and liabilities, revenues and organizational and other changes related to management of the Company's business.

Supervisory Board analysed realization of the planned results and implementation of the main objectives of the business policy of the Company in 2024.

Aside from the financial results in 2024, the Supervisory Board examined and gave consent to the INA Group 2024 Business Plan and acknowledged the Overview for 2025-2028.

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Predsjednik Nadzornog odbora / President of the Supervisory Board: Damir Mikuljan

In view of the above, the Supervisory Board will submit this Report on the Supervision of the Conduct of Company's Business in 2024 to the General Assembly of the Company.

PRESIDENT OF THE SUPERVISORY BOARD

Damir Mikuljan

VICE PRESIDENT OF THE SUPERVISORY BOARD

József Molnár

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Predsjednik i članovi Uprave / President and members of the Management Board:
Péter Rataics, Zsombor Marton, Krisztián Pulay, Miroslav Skalicki, Hrvoje Šimović, Marin Zovko
Predsjednik Nadzornog odbora / President of the Supervisory Board: Damir Mikuljan

